



QUARTERLY STATEMENT
AS OF June 30, 2008
OF THE CONDITION AND AFFAIRS OF THE
Health Plan of Michigan, Inc.

NAIC Group Code	0000 (Current Period)	0000 (Prior Period)	NAIC Company Code	52563	Employer's ID Number	38-3253977
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[] Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[] Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]					
Incorporated/Organized	12/31/1995		Commenced Business	12/31/1995		
Statutory Home Office	777 Woodward Ave. Suite 600 (Street and Number)		Detroit, MI 48226 (City, or Town, State and Zip Code)			
Main Administrative Office	777 Woodward Ave. Suite 600 (Street and Number) Detroit, MI 48226 (City or Town, State and Zip Code)					
Mail Address	777 Woodward Ave. Suite 600 (Street and Number or P.O. Box)		Detroit, MI 48226 (City, or Town, State and Zip Code)			
Primary Location of Books and Records	Same, (City, or Town, State and Zip Code)		Same (Street and Number) (313)324-3700 (Area Code) (Telephone Number)			
Internet Website Address	www.hpnmich.com		(313)324-3700 (Area Code) (Telephone Number)			
Statutory Statement Contact	Jon B. Cotton (Name) jcotton@hpmich.com (E-Mail Address)		(313)324-3705 (Area Code)(Telephone Number)(Extension) (313)202-0075 (Fax Number)			

OFFICERS

Name	Title
David B. Cotton M.D.	President/CEO
Thomas Lauzon	Secretary/CIO
Janice Torosian	Treasurer/CFO

OTHERS

DIRECTORS OR TRUSTEES

George Ellis
Thomas Lauzon

Kimberly Harper

State of Michigan
County of Wayne ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)
David B. Cotton, M.D.
(Printed Name)
1.
President
(Title)

(Signature)
Thomas Lauzon
(Printed Name)
2.
Secretary
(Title)

(Signature)
Janice Torosian
(Printed Name)
3.
Treasurer
(Title)

Subscribed and sworn to before me this
day of , 2008

- a. Is this an original filing?
b. If no, 1. State the amendment number
2. Date filed
3. Number of pages attached

Yes[X] No[]

(Notary Public Signature)

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
1.	Bonds	15,859,218		15,859,218	13,787,197
2.	Stocks:				
2.1	Preferred stocks	815,647		815,647	545,915
2.2	Common stocks	199,443		199,443	
3.	Mortgage loans on real estate:				
3.1	First liens				
3.2	Other than first liens				
4.	Real estate:				
4.1	Properties occupied by the company (less \$.....0 encumbrances)				
4.2	Properties held for the production of income (less \$.....0 encumbrances)				
4.3	Properties held for sale (less \$.....0 encumbrances)				
5.	Cash (\$.....46,763,432), cash equivalents (\$.....0) and short-term investments (\$.....6,001,690)	52,765,122		52,765,122	49,457,219
6.	Contract loans (including \$.....0 premium notes)				
7.	Other invested assets	5,197,526		5,197,526	7,106,802
8.	Receivables for securities				
9.	Aggregate write-ins for invested assets				
10.	Subtotals, cash and invested assets (Lines 1 to 9)	74,836,956		74,836,956	70,897,133
11.	Title plants less \$.....0 charged off (for Title insurers only)				
12.	Investment income due and accrued	131,269		131,269	109,650
13.	Premiums and considerations:				
13.1	Uncollected premiums and agents' balances in the course of collection				
13.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
13.3	Accrued retrospective premiums				
14.	Reinsurance:				
14.1	Amounts recoverable from reinsurers				
14.2	Funds held by or deposited with reinsured companies				
14.3	Other amounts receivable under reinsurance contracts				
15.	Amounts receivable relating to uninsured plans				
16.1	Current federal and foreign income tax recoverable and interest thereon				
16.2	Net deferred tax asset				
17.	Guaranty funds receivable or on deposit				
18.	Electronic data processing equipment and software				
19.	Furniture and equipment, including health care delivery assets (\$.....0)				
20.	Net adjustments in assets and liabilities due to foreign exchange rates				
21.	Receivables from parent, subsidiaries and affiliates				
22.	Health care (\$.....0) and other amounts receivable	1,051,308		1,051,308	2,659,435
23.	Aggregate write-ins for other than invested assets	381,078	367,526	13,552	13,552
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	76,400,611	367,526	76,033,085	73,679,770
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26.	Total (Lines 24 and 25)	76,400,611	367,526	76,033,085	73,679,770
DETAILS OF WRITE-INS					
0901.	.....			
0902.	.....			
0903.	.....			
0998.	Summary of remaining write-ins for Line 9 from overflow page				
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above)				
2301.	Deposits	13,552		13,552	13,552
2302.	Acquired Membership Value	594,750	594,750		
2303.	Long Term Investment Fair Value Adjustment	(227,224)	(227,224)		
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	381,078	367,526	13,552	13,552

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded)	35,760,289		35,760,289	30,684,245
2.	Accrued medical incentive pool and bonus amounts	1,125,000		1,125,000	1,629,743
3.	Unpaid claims adjustment expenses	577,000		577,000	577,000
4.	Aggregate health policy reserves				
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance				
9.	General expenses due or accrued	441,000		441,000	1,971,160
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))	6,898		6,898	2,687,501
10.2	Net deferred tax liability	828,000		828,000	828,000
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates				
16.	Payable for securities				
17.	Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers)				
18.	Reinsurance in unauthorized companies				
19.	Net adjustments in assets and liabilities due to foreign exchange rates				
20.	Liability for amounts held under uninsured plans				
21.	Aggregate write-ins for other liabilities (including \$.....0 current)				
22.	Total liabilities (Lines 1 to 21)	38,738,187		38,738,187	38,377,649
23.	Aggregate write-ins for special surplus funds	X X X	X X X		
24.	Common capital stock	X X X	X X X	44,700	44,700
25.	Preferred capital stock	X X X	X X X		
26.	Gross paid in and contributed surplus	X X X	X X X	251,363	251,363
27.	Surplus notes	X X X	X X X		
28.	Aggregate write-ins for other than special surplus funds	X X X	X X X		
29.	Unassigned funds (surplus)	X X X	X X X	36,998,836	35,006,058
30.	Less treasury stock, at cost:				
30.1	.....0 shares common (value included in Line 24 \$.....0)	X X X	X X X		
30.2	.....0 shares preferred (value included in Line 25 \$.....0)	X X X	X X X		
31.	Total capital and surplus (Lines 23 to 29 minus Line 30)	X X X	X X X	37,294,899	35,302,121
32.	Total Liabilities, capital and surplus (Lines 22 and 31)	X X X	X X X	76,033,086	73,679,770
DETAILS OF WRITE-INS					
2101.	.....			
2102.	.....			
2103.	.....			
2198.	Summary of remaining write-ins for Line 21 from overflow page				
2199.	TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above)				
2301.	.....	X X X	X X X		
2302.	.....	X X X	X X X		
2303.	.....	X X X	X X X		
2398.	Summary of remaining write-ins for Line 23 from overflow page	X X X	X X X		
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	X X X	X X X		
2801.	.....	X X X	X X X		
2802.	.....	X X X	X X X		
2803.	.....	X X X	X X X		
2898.	Summary of remaining write-ins for Line 28 from overflow page	X X X	X X X		
2899.	TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	X X X	858,026	759,120	1,545,122
2.	Net premium income (including \$.....0 non-health premium income)	X X X	205,875,687	155,936,773	330,156,070
3.	Change in unearned premium reserves and reserves for rate credits	X X X			
4.	Fee-for-service (net of \$.....0 medical expenses)	X X X			
5.	Risk revenue	X X X			
6.	Aggregate write-ins for other health care related revenues	X X X	(11,566,807)	(9,287,597)	(19,331,819)
7.	Aggregate write-ins for other non-health revenues	X X X			
8.	Total revenues (Lines 2 to 7)	X X X	194,308,880	146,649,176	310,824,251
Hospital and Medical:					
9.	Hospital/medical benefits		131,816,445	98,579,695	205,202,968
10.	Other professional services		888,180	640,299	1,500,091
11.	Outside referrals		6,960,351	6,939,612	12,848,676
12.	Emergency room and out-of-area		4,070,055	3,474,924	6,915,655
13.	Prescription drugs		26,154,855	21,005,057	43,013,016
14.	Aggregate write-ins for other hospital and medical		69,712	62,592	142,615
15.	Incentive pool, withhold adjustments and bonus amounts		2,134,456	1,724,677	4,522,507
16.	Subtotal (Lines 9 to 15)		172,094,054	132,426,856	274,145,528
Less:					
17.	Net reinsurance recoveries			168,230	407,547
18.	Total hospital and medical (Lines 16 minus 17)		172,094,054	132,258,626	273,737,981
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including \$.....0 cost containment expenses		756,201	726,248	1,088,961
21.	General administrative expenses		19,822,469	11,791,920	24,689,952
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)				
23.	Total underwriting deductions (Lines 18 through 22)		192,672,724	144,776,794	299,516,894
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	1,636,156	1,872,382	11,307,357
25.	Net investment income earned		733,495	1,061,145	2,146,457
26.	Net realized capital gains (losses) less capital gains tax of \$.....0		1,446,992	17,509	2,920,330
27.	Net investment gains or (losses) (Lines 25 plus 26)		2,180,487	1,078,654	5,066,787
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]				
29.	Aggregate write-ins for other income or expenses		920	6	
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	3,817,563	2,951,042	16,374,144
31.	Federal and foreign income taxes incurred	X X X	1,449,397	1,010,157	5,737,501
32.	Net income (loss) (Lines 30 minus 31)	X X X	2,368,166	1,940,885	10,636,643
DETAILS OF WRITE-INS					
0601.	Quality Assurance Fee	X X X	(11,566,807)	(9,287,597)	(19,331,819)
0602.	.....	X X X			
0603.	.....	X X X			
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	(11,566,807)	(9,287,597)	(19,331,819)
0701.	.....	X X X			
0702.	.....	X X X			
0703.	.....	X X X			
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
1401.	Hearing/Speech devices		69,712	62,592	142,615
1402.	.....			
1403.	.....			
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		69,712	62,592	142,615
2901.	Sale of Furniture				
2902.	Rental Income				
2903.	Copying Fee		920	6	
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)		920	6	

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT				
33.	Capital and surplus prior reporting year	35,302,124	30,443,521	30,443,522
34.	Net income or (loss) from Line 32	2,368,166	1,940,885	10,636,643
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.....0	(821,253)	683,087	268,701
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax			35,000
39.	Change in nonadmitted assets	445,862	60,793	(46,742)
40.	Change in unauthorized reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
44.1	Paid in			
44.2	Transferred from surplus (Stock Dividend)			
44.3	Transferred to surplus			
45.	Surplus adjustments:			
45.1	Paid in			
45.2	Transferred to capital (Stock Dividend)			
45.3	Transferred from capital			
46.	Dividends to stockholders			(6,000,000)
47.	Aggregate write-ins for gains or (losses) in surplus		(35,000)	(35,000)
48.	Net change in capital and surplus (Lines 34 to 47)	1,992,775	2,649,765	4,858,602
49.	Capital and surplus end of reporting period (Line 33 plus 48)	37,294,899	33,093,286	35,302,124
DETAILS OF WRITE-INS				
4701.	Property Dividend to Stockholders		(35,000)	(35,000)
4702.	0			
4703.	0			
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)		(35,000)	(35,000)

CASH FLOW

		1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance	194,308,880	310,824,251
2.	Net investment income	757,824	2,153,972
3.	Miscellaneous income		
4.	Total (Lines 1 to 3)	195,066,704	312,978,223
5.	Benefit and loss related payments	167,522,753	259,713,012
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	22,107,910	27,427,005
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	4,130,000	3,557,152
10.	Total (Lines 5 through 9)	193,760,663	290,697,169
11.	Net cash from operations (Line 4 minus Line 10)	1,306,041	22,281,054
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds	1,942,894	2,876,113
12.2	Stocks	256,979	196,399
12.3	Mortgage loans		
12.4	Real estate		
12.5	Other invested assets	2,834,889	3,735,500
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7	Miscellaneous proceeds	840,903	428,750
12.8	Total investment proceeds (Lines 12.1 to 12.7)	5,875,665	7,236,762
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	5,424,358	4,395,608
13.2	Stocks	843,651	184,454
13.3	Mortgage loans		
13.4	Real estate		
13.5	Other invested assets	662,500	265,000
13.6	Miscellaneous applications	2	
13.7	Total investments acquired (Lines 13.1 to 13.6)	6,930,511	4,845,062
14.	Net increase (or decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14)	(1,054,846)	2,391,700
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes		
16.2	Capital and paid in surplus, less treasury stock		
16.3	Borrowed funds		
16.4	Net deposits on deposit-type contracts and other insurance liabilities		
16.5	Dividends to stockholders		6,000,000
16.6	Other cash provided (applied)	2,055,018	(1,595,971)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	2,055,018	(7,595,971)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	2,306,213	17,076,783
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	50,458,909	32,380,435
19.2	End of period (Line 18 plus Line 19.1)	52,765,122	49,457,218

Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

Description		Amount 1	Amount 2
20.0001		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	133,250								133,250	
2. First Quarter	142,231								142,231	
3. Second Quarter	149,902								149,902	
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	858,026								858,026	
Total Member Ambulatory Encounters for Period:										
7. Physician	739,914								739,914	
8. Non-Physician	619,612								619,612	
9. Total	1,359,526								1,359,526	
10. Hospital Patient Days Incurred	22,023								22,023	
11. Number of Inpatient Admissions	6,297								6,297	
12. Health Premiums Written (a)	206,123,080								206,123,080	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	205,875,687								205,875,687	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	167,522,753								167,522,753	
18. Amount Incurred for Provision of Health Care Services	172,094,054								172,094,054	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
Individually Listed Claims Unpaid						
RX America - Pharmacy	2,684,048					2,684,048
0199999 Individually Listed Claims Unpaid	2,684,048					2,684,048
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	105,423					105,423
0499999 Subtotals	2,789,471					2,789,471
0599999 Unreported claims and other claim reserves						32,970,818
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						35,760,289
0899999 Accrued Medical Incentive Pool And Bonus Amounts						1,125,000

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
		1	2	3	4		
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical)						
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare						
7.	Title XIX - Medicaid	28,695,613	136,606,445	2,699,876	33,060,413	31,395,489	30,684,245
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	28,695,613	136,606,445	2,699,876	33,060,413	31,395,489	30,684,245
10.	Healthcare receivables (a)		418,504				
11.	Other non-health						
12.	Medical incentive pools and bonus amounts	1,613,476	1,025,723		1,125,000	1,613,476	1,629,743
13.	Totals	30,309,089	137,213,664	2,699,876	34,185,413	33,008,965	32,313,988

(a) Excludes \$.....0 loans or advances to providers not yet expensed.

Notes to Financial Statement

There have been no material changes since the annual filing.

- Note 1 - Summary of Significant Accounting Policies - no change
- Note 2 - Accounting Changes and Corrections of Errors - this note is not applicable to the Company
- Note 3 - Business Combinations and Goodwill - this note is not applicable to the Company
- Note 4 - Discontinued Operations - this note is not applicable to the Company
- Note 5 - Investments - this note is not applicable to the Company
- Note 6 - Joint Ventures, Partnerships and Limited Liability Companies - no change
- Note 7 - Investment Income - this note is not applicable to the Company
- Note 8 - Derivative Instruments - this note is not applicable to the Company
- Note 9 - Income Taxes - no change
- Note 10 - Information Concerning Parent, Subsidiaries and Affiliates - no change
- Note 11 - Debt - no change
- Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences, and Other Postretirement Benefit Plans - this note is not applicable to the Company
- Note 13 - Capital and Surplus, Stockholders Dividend Restrictions, and Quasi Reorganizations - no change
- Note 14 - Contingencies - no change
- Note 15 - Leases - no change
- Note 16 - Information About Financial Instruments with Off-balance sheet Risk and Financial Instruments with Concentrations of Credit Risk - this note is not applicable to the Company
- Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities - this note is not applicable to the Company
- Note 18 - Gain or Loss to the Reporting Entity from Uninsured A&H Plans and Uninsured Portion of Partially Insured Plans - this note is not applicable to the Company
- Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators - this note is not applicable to the Company
- Note 20 - Other Items - no change
- Note 21 - Events Subsequent - this note is not applicable to the Company
- Note 22 - Reinsurance - no change
- Note 23 - Retrospectively Rated Contracts and Contracts Subject to Redetermination - this note is not applicable to the Company
- Note 24 - Change in Incurred Claims and Claims Adjustment Expenses - no change
- Note 25 - Intercompany Pooling Arrangements - this note is not applicable to the Company
- Note 26 - Structured Settlements - this note is not applicable to the Company
- Note 27 - Health Care Receivables - no change
- Note 28 - Participating Policies - this note is not applicable to the Company
- Note 29 - Premium Deficiency Reserves - this note is not applicable to the Company
- Note 30 - Anticipated Salvage and Subrogation - no change

GENERAL INTERROGATORIES
(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)
PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state?

Yes[] No[] N/A[X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[] No[X]
- 2.2 If yes, date of change:

.....
3. Have there been any substantial changes in the organizational chart since the prior quarter end?
If yes, complete the Schedule Y - Part 1 - organizational chart.

Yes[] No[X]
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes[] No[X] N/A[]
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

.....12/31/2004.....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

.....12/31/2004.....
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

.....10/03/2005.....
- 6.4 By what department or departments?
State of Michigan Office of Financial and Insurance Services
- 6.5 Have any financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes[] No[] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?

Yes[X] No[] N/A[]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes[] No[X]
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
..... Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes[X] No[]
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended?

Yes[] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?

Yes[] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes[] No[X]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$..... 0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[] No[X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$..... 0
13. Amount of real estate and mortgages held in short-term investments:

\$..... 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[] No[X]
- 14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

		1	2
		Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21	Bonds		
14.22	Preferred Stock		
14.23	Common Stock		
14.24	Short-Term Investments		
14.25	Mortgages Loans on Real Estate		
14.26	All Other		
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above		

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes[] No[X]
Yes[] No[] N/A[X]

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

Yes[X] No[]

1	2
Name of Custodian(s)	Custodian Address
Northern Trust	50 South LaSalle Street Chicago, IL 60675
LaSalle Bank N.A.	2600 W. Big Beaver, MO900-150, Troy, MI 48084 ...

16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)
.....

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

16.4 If yes, give full and complete information relating thereto:

Yes[] No[X]

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
.....

16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address
123286	Roble Asset Management	5700 Corporate Drive, Pittsburgh,PA 15237
104751	Zazove Associates, LLC	940 Southwood Blvd, Ste 200, Incline Village, NV 89451

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

17.2 If no, list exceptions:

Yes[X] No[]

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
Accident and Health - Non-affiliates						
67105	41-0451140 .....	.....	RELIASTAR LIFE INS CO	Minneapolis, Minnesota .....	..... SSL/A/I .....	..... Yes[X] No[]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		Direct Business Only								
		1	2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL)	N ..								
2.	Alaska (AK)	N ..								
3.	Arizona (AZ)	N ..								
4.	Arkansas (AR)	N ..								
5.	California (CA)	N ..								
6.	Colorado (CO)	N ..								
7.	Connecticut (CT)	N ..								
8.	Delaware (DE)	N ..								
9.	District of Columbia (DC)	N ..								
10.	Florida (FL)	N ..								
11.	Georgia (GA)	N ..								
12.	Hawaii (HI)	N ..								
13.	Idaho (ID)	N ..								
14.	Illinois (IL)	N ..								
15.	Indiana (IN)	N ..								
16.	Iowa (IA)	N ..								
17.	Kansas (KS)	N ..								
18.	Kentucky (KY)	N ..								
19.	Louisiana (LA)	N ..								
20.	Maine (ME)	N ..								
21.	Maryland (MD)	N ..								
22.	Massachusetts (MA)	N ..								
23.	Michigan (MI)	L ..			206,123,080				206,123,080	
24.	Minnesota (MN)	N ..								
25.	Mississippi (MS)	N ..								
26.	Missouri (MO)	N ..								
27.	Montana (MT)	N ..								
28.	Nebraska (NE)	N ..								
29.	Nevada (NV)	N ..								
30.	New Hampshire (NH)	N ..								
31.	New Jersey (NJ)	N ..								
32.	New Mexico (NM)	N ..								
33.	New York (NY)	N ..								
34.	North Carolina (NC)	N ..								
35.	North Dakota (ND)	N ..								
36.	Ohio (OH)	N ..								
37.	Oklahoma (OK)	N ..								
38.	Oregon (OR)	N ..								
39.	Pennsylvania (PA)	N ..								
40.	Rhode Island (RI)	N ..								
41.	South Carolina (SC)	N ..								
42.	South Dakota (SD)	N ..								
43.	Tennessee (TN)	N ..								
44.	Texas (TX)	N ..								
45.	Utah (UT)	N ..								
46.	Vermont (VT)	N ..								
47.	Virginia (VA)	N ..								
48.	Washington (WA)	N ..								
49.	West Virginia (WV)	N ..								
50.	Wisconsin (WI)	N ..								
51.	Wyoming (WY)	N ..								
52.	American Samoa (AS)	N ..								
53.	Guam (GU)	N ..								
54.	Puerto Rico (PR)	N ..								
55.	U.S. Virgin Islands (VI)	N ..								
56.	Northern Mariana Islands (MP)	N ..								
57.	Canada (CN)	N ..								
58.	Aggregate other alien (OT)	X X X ..								
59.	Subtotal	X X X ..			206,123,080				206,123,080	
60.	Reporting entity contributions for Employee Benefit Plans	X X X ..								
61.	Total (Direct Business)	(a)..... 1			206,123,080				206,123,080	
DETAILS OF WRITE-INS										
5801.	.....	X X X ..								
5802.	.....	X X X ..								
5803.	.....	X X X ..								
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X ..								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X ..								

(a) Insert the number of yes responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

Caidan Enterprises, Inc. (Federal Employer Identification # 52-2422207)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at March 31, 2008:

D. Cotton, M.D.	32.4%
S. Cotton	31.6%
J. Cotton	10% - Non Voting Stock
S. Cotton	10% - Non Voting Stock
M. Cotton	10% - Non Voting Stock
T. Lauzon	6%
	100%

Health Plan of Michigan, Inc. (MI; NAIC # 52563; Federal Employer Identification # 38-3253977)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at Marcg 31, 2008: Caidan Enterprises, Inc. 100%

Caidan Management Company, Inc. (MI, Federal Employer Identification # 36-4559356)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at March 31, 2008: Caidan Enterprises, Inc. 100%

Meridian Health Plan, Inc. (IL, Federal Employer Identification #20-3209671)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at March 31, 2008: Caidan Enterprises, Inc. 100%

Health Management, Inc. (common ownership with Health Plan of Michigan, Inc. majority stockholder)
(Federal Employer Identification # 38-3360283)
Shareholders at March 31, 2008: D. Cotton, M.D. 100%

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

RESPONSE
No

Explanations:

Bar Codes:

NONE

Medicare Part D Coverage Supplement



52563200836500002

2008

Document Code: 365

ASSETS

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2304. Pre-Paid Expenses
2397. Summary of remaining write-ins for Line 23 (Lines 2304 through 2396)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
4704. 0
4705.
4706. Repurchase of Stock
4707. 0
4708. 0
4709. 0
4710. 0
4797. Summary of remaining write-ins for Line 47 (Lines 4704 through 4796)

STATEMENT AS OF **June 30, 2008** OF THE **Health Plan of Michigan, Inc.**

SCHEDULE A - VERIFICATION

Real Estate		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Current year change in encumbrances		
4.	Total gain (loss) on disposals		
5.	Deduct amounts received on disposals		
6.	Total foreign exchange change in book/adjusted carrying value		
7.	Deduct current year's other than temporary impairment recognized		
8.	Deduct current year's depreciation		
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year		
2.	Cost of acquired:		
2.1	Actual cost at time of acquisitions		
2.2	Additional investment made after acquisitions		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and mortgage interest paid		
9.	Total foreign exchange change in book value/recorded investment excluding accrued interest		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

		1	2
Description		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	7,106,802	7,854,291
2.	Cost of acquired:		
2.1	Actual cost at time of acquisitions	500,000	
2.2	Additional investment made after acquisitions	162,500	265,000
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)	(1,571,776)	(12,489)
6.	Total gain (loss) on disposals	1,834,889	2,735,500
7.	Deduct amounts received on disposals	2,834,889	3,735,500
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	5,197,526	7,106,802
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)	5,197,526	7,106,802

SCHEDULE D - VERIFICATION

Bonds and Stocks

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	13,330,393	12,794,415
2.	Cost of bonds and stocks acquired	6,268,008	4,580,062
3.	Accrual of discount	8,656	
4.	Unrealized valuation increase (decrease)	(90,380)	(147,560)
5.	Total gain (loss) on disposals	(387,895)	177,678
6.	Deduct consideration for bonds and stocks disposed of	2,199,870	3,072,512
7.	Deduct amortization of premium	54,604	
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	16,874,308	14,332,083
11.	Deduct total nonadmitted amounts		(1,029)
12.	Statement value at end of current period (Line 10 minus Line 11)	16,874,308	14,333,112

SCHEDULE D - PART 1B
Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	21,945,479	3,998,147	6,056,631	(14,238)	21,945,479	19,872,757		22,658,203
2. Class 2 (a)	500,821		127,107	728	500,821	374,442		281,472
3. Class 3 (a)	126,325	320,411	48,828	(243)	126,325	397,665		126,514
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	22,572,625	4,318,558	6,232,566	(13,753)	22,572,625	20,644,864		23,066,189
PREFERRED STOCK								
8. Class 1	767,283	200,624	223,927	6,692	767,283	750,672		459,470
9. Class 2	105,100			(1,643)	105,100	103,457		86,444
10. Class 3	1,258		1,334	76	1,258			
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	873,641	200,624	225,261	5,125	873,641	854,129		545,914
15. Total Bonds & Preferred Stock	23,446,266	4,519,182	6,457,827	(8,628)	23,446,266	21,498,993		23,612,103

Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

SCHEDULE DA - PART 1

Short - Term Investments Owned End of Current Quarter

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
8299999. Totals	6,001,690	X X X	6,001,690	108,205	

SCHEDULE DA - Verification

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	11,001,690	11,001,690
2. Cost of short-term investments acquired		
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	5,000,000	
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized ...		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	6,001,690	11,001,690
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	6,001,690	11,001,690

SI04 Schedule DB Part F Section 1 NONE

SI05 Schedule DB Part F Section 2 NONE

SI06 Schedule E - Verification (Cash Equivalents) NONE

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED During the Current Quarter

1	2	Location		5	6	7	8	9	10	11	12	13
CUSIP Identification	Name or Description	3	4	Name of Vendor or General Partner	NAIC Designation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
		City	State									
Joint Venture - Real Estate - Unaffiliated												
	Barrow Street Real Estate Fund III, LP	Stamford	CT	Capital, LLC		03/06/2006		103,521	507,500		388,979	
1799999 Subtotal - Joint Venture - Real Estate - Unaffiliated								103,521	507,500		388,979	X X X
Joint Venture - Other - Unaffiliated												
	Zazove High Yield Convertible Fund	Lake Tahoe	CA	Zazove Partners		04/30/2008		500,000				1
1999999 Subtotal - Joint Venture - Other - Unaffiliated								500,000				X X X
3999999 Total - Unaffiliated								603,521	507,500		388,979	X X X
4099999 Total - Affiliated												X X X
4199999 Totals								603,521	507,500		388,979	X X X

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1	2	Location		5	6	7	8	Change in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identi- fication	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V. (9 + 10 - 11 + 12)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income
Joint Venture - Other - Unaffiliated																			
	Redemption	New York	NY	Cadogan Management	02/22/2005	04/30/2008	1,000,000							2,834,889	2,834,889		1,834,889	1,834,889	
1999999 Subtotal - Joint Venture - Other - Unaffiliated							1,000,000							2,834,889	2,834,889		1,834,889	1,834,889	
3999999 Total - Unaffiliated							1,000,000							2,834,889	2,834,889		1,834,889	1,834,889	
4099999 Total - Affiliated																			
4199999 Totals							1,000,000							2,834,889	2,834,889		1,834,889	1,834,889	

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
31283KWN4	Federal Home Loan Mtg		05/12/2008	Various	X X X	320,411	316,700.00	792	3
31371LR50	FNMA Pool		05/02/2008	Various	X X X	438,945	444,291.00	778	1
31371NU45	FNMA Pool		05/02/2008	Various	X X X	247,960	249,284.00	415	1
31402RA41	FNMA Pool		05/02/2008	Various	X X X	308,357	309,615.00	697	1
31371KSH5	FNMA Pool		04/29/2008	Various	X X X	869,056	843,743.00	1,687	1
31371LHE2	FNMA Pool		04/01/2008	Various	X X X	270,319	269,519.00	636	1
0399999 Subtotal - Bonds - U.S. Governments					X X X	2,455,048	2,433,152.00	5,005	X X X
Bonds - Political Subdivisions of States, Territories and Possessions									
052429Y84	Austin Tex Indpt Sch Dist		06/30/2008	Various	X X X	428,000	400,000.00	8,444	1
731127CM6	Polk County FL Sch		05/23/2008	Various	X X X	432,000	400,000.00	3,389	1
1674855E7	Chicago II Ref-SER		06/12/2008	Various	X X X	428,000	400,000.00 .....	.....	1
2499999 Subtotal - Bonds - Political Subdivisions of States, Territories and Possessions					X X X	1,288,000	1,200,000.00	11,833	X X X
Bonds - Special Revenue, Special Assessment									
709223QB0	Penn St TPK		04/24/2008	Various	X X X	274,905	250,000.00	5,653	1
3199999 Subtotal - Bonds - Special Revenue, Special Assessment					X X X	274,905	250,000.00	5,653	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
086516AF8	Best Buy Sub Debt		05/08/2008	Various	X X X	3,000	5,000.00	37	1
585055AM8	Medtronic Inc Sr		05/15/2008	Various	X X X	75,000	125,000.00	175	1
88579YAB7	3M Co Conv		04/17/2008	Bear Stems	X X X	4,263	5,000.00 .....	.....	1
018490AL6	Allergan Inc NT		05/13/2008	Various	X X X	52,272	75,000.00	120	1
143658AN2	Carnival Corp		05/14/2008	Various	X X X	32,775	35,000.00	37	1FE
617059JH4	CMO Morgan JP		04/02/2008	Various	X X X	104	102.00	325	1
204912AQ2	Computer Assoc		04/29/2008	Various	X X X	24,352	20,000.00	123	1FE
530715AN1	Liberty Media		04/11/2008	Various	X X X	57,839	99,107.00	882	1FE
59018YR78	Merril Lynch		06/19/2008	Various	X X X	21,000	35,000.00 .....	.....	1
617446K40	Morgan Stanley Sr Debt		06/20/2008	Morga Stanley	X X X	30,000	50,000.00 .....	.....	1
4599999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	300,605	449,209.00	1,699	X X X
6099997 Subtotal - Bonds - Part 3					X X X	4,318,558	4,332,361.00	24,190	X X X
6099998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
6099999 Subtotal - Bonds					X X X	4,318,558	4,332,361.00	24,190	X X X
Preferred Stock - Industrial and Miscellaneous (Unaffiliated)									
060505815	Bank America Corp Dep		04/30/2008	Various	5,435.000	100,493	25.00 .....	.....	P1L
38144G804	Goldman Sachs Dep Shs		04/30/2008	Various	5,260.000	100,131	25.00 .....	.....	P1L
6399999 Subtotal - Preferred Stock - Industrial and Miscellaneous (Unaffiliated)					X X X	200,624	X X X .....	.....	X X X
6599997 Subtotal - Preferred Stock - Part 3					X X X	200,624	X X X .....	.....	X X X
6599998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
6599999 Subtotal - Preferred Stock					X X X	200,624	X X X .....	.....	X X X
Common Stock - Industrial and Miscellaneous (Unaffiliated)									
278279104	MFC Eaton Vance		05/13/2008	Various	4,000.000	60,000	X X X .....	.....	1

QE04

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
6899999	Subtotal - Common Stock - Industrial and Miscellaneous (Unaffiliated)				X X X	60,000	X X X		X X X
7299997	Subtotal - Common Stock - Part 3				X X X	60,000	X X X		X X X
7299998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
7299999	Subtotal - Common Stocks				X X X	60,000	X X X		X X X
7399999	Subtotal - Preferred and Common Stocks				X X X	260,624	X X X		X X X
7499999	Total - Bonds, Preferred and Common Stocks				X X X	4,579,182	X X X	24,190	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

SCHEDULE D - PART 4
Show All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of
by the Company During the Current Quarter

CUSIP Identification	Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Designation or Market Indicator (a)	
									11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.								
Bonds - U.S. Governments																					
3128PES33	Fed Home Ln	06/16/2008	Principal Receipt	X X X	13,860	13,860.00	14,838	14,003		(143)		(143)		13,860				444	08/01/2016	1FE	
3128X1BJ5	Fed Home Ln	04/02/2008	Various	X X X	252,800	250,000.00	244,220	247,711		414		414		248,125		4,675	4,675	3,672	05/12/2009	1	
31335HVE0	Fed Home Ln	06/16/2008	Principal Receipt	X X X	7,783	7,783.00	8,294	7,546		236		236		7,783				236	01/01/2023	1FE	
31392VKN1	FHR	06/16/2008	Principal Receipt	X X X	4,449	4,449.00	18,972	4,600	(151)		(151)		4,449				123	01/15/2016	1FE		
31392WB33	FHR	06/16/2008	Principal Receipt	X X X	16,313	16,313.00	16,210	16,212		100		100		16,313				397	02/15/2022	1FE	
31392HWD1	FNMA	06/25/2008	Principal Receipt	X X X	4,749	4,749.00	14,192	4,795	(46)		(46)		4,749				106	09/25/2016	1FE		
31393DGS4	FNMA	06/25/2008	Principal Receipt	X X X	21,129	21,129.00	29,710	21,349	(220)		(220)		21,129				420	02/25/2013	1FE		
31371MBN6	FNMA	06/25/2008	Principal Receipt	X X X	6,156	6,156.00	6,884	6,061		95		95		6,156				199	05/01/2025	1FE	
31283KWN4	Fed Home Ln mort	06/16/2008	Principal Receipt	X X X	4,794	4,794.00	4,850		(56)		(56)		4,794				20	04/01/2019	3		
31371LR50	FNMA	06/25/2008	Principal Receipt	X X X	6,318	6,318.00	6,242			76		76		6,318				18	05/01/2014	1	
31371NU45	FNMA	06/25/2008	Principal Receipt	X X X	813	813.00	808			4		4		813				3	05/01/2028	1	
31402RA41	FNMA	06/25/2008	Principal Receipt	X X X	4,993	4,993.00	4,973			20		20		4,993				19	12/01/2018	1	
31395MH93	FHLMC	06/16/2008	Principal Receipt	X X X	8,590	8,590.00	8,700		(110)		(110)		8,590				179	06/15/2014	1		
31395HW48	FHLMC	06/16/2008	Principal Receipt	X X X	6,758	6,758.00	6,852		(94)		(94)		6,758				141	10/15/2015	1		
31371KSH5	FNMA	06/25/2008	Principal Receipt	X X X	6,452	6,452.00	6,646		(194)		(194)		6,452				11	07/01/2022	1		
31371LHE2	FNMA	06/25/2008	Principal Receipt	X X X	7,140	7,140.00	7,161		(21)		(21)		7,140				41	12/01/2023	1		
0399999 Subtotal - Bonds - U.S. Governments				X X X	373,097	370,297.00	399,552	322,277		(90)		(90)		368,422		4,675	4,675	6,029	X X X	X X X	
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
530718AF2	Liberty Media	06/23/2008	Alex Brown	X X X	24,000	40,000.00	44,250	44,165		(131)		(131)		44,034		(20,034)	(20,034)	586	03/30/2023	3	
585055AM8	Medtronic	06/23/2008	Various	X X X	30,000	50,000.00	30,000		385		385		30,385		(385)	(385)	160	04/15/2013	1		
02261WAB5	Alza Corp	06/23/2008	Various	X X X	33,000	55,000.00	51,340	51,632		124		124		51,756		(18,756)	(18,756)		07/28/2020	1FE	
039483AW2	Archer Daniels	06/23/2008	Various	X X X	30,000	50,000.00	50,584	50,528		(40)		(40)		50,488		(20,488)	(20,488)	378	02/15/2014	1FE	
075811AD1	Beckman Coulter	06/23/2008	Various	X X X	30,000	50,000.00	51,552	51,527		(18)		(18)		51,509		(21,509)	(21,509)	663	12/15/2036	2FE	
46625MKK4	CMO JP Morgan	06/12/2008	Principal Receipt	X X X	7,171	7,171.00	7,247	7,245		(74)		(74)		7,171				249	05/12/2034	1	
617059JH4	CMO Morgan JP	06/16/2008	Principal Receipt	X X X	101	101.00	103		(2)		(2)		101				3,222	08/15/2032	1		
204912AQ2	Computer Assoc	06/23/2008	Various	X X X	21,000	35,000.00	42,323		(1,105)		(1,105)		41,218		(20,218)	(20,218)	302	12/15/2009	1FE		
254687AU0	Disney	04/30/2008	Various	X X X	1,297	4,073.00	4,957	4,920		(16)		(16)		4,904		(3,606)	(3,606)		04/15/2023	1FE	
268648AK8	EMC Corp	06/23/2008	Various	X X X	21,000	35,000.00	41,711		(557)		(557)		41,154		(20,154)	(20,154)	349	12/01/2011	1FE		
372917AN4	Genzyme	06/23/2008	Various	X X X	24,000	40,000.00	41,732	41,664		(46)		(46)		41,618		(17,618)	(17,618)	285	12/01/2023	1FE	
458140AD2	Intel Corp	06/23/2008	Various	X X X	18,000	30,000.00	26,944	27,006		31		31		27,036		(9,036)	(9,036)	470	12/15/2035	1FE	
548661CG0	Lowes Cos	06/23/2008	Various	X X X	84,000	140,000.00	145,835	145,501		(187)		(187)		145,314		(61,314)	(61,314)		10/19/2021	1FE	
590188W46	Merrill Lynch	06/23/2008	Various	X X X	27,000	45,000.00	56,045	55,559		(231)		(231)		55,328		(28,328)	(28,328)		03/13/2032	1FE	
60871RAA8	Molson Coors	06/23/2008	Various	X X X	36,000	60,000.00	61,474	61,354		(110)		(110)		61,244		(25,244)	(25,244)	1,358	07/30/2013	1	
628530AG2	Mylan Labs	06/23/2008	Various	X X X	24,000	40,000.00	40,850	40,741		(83)		(83)		40,658		(16,658)	(16,658)	390	03/15/2012	1	
681919AT3	Omnicom Group	06/23/2008	Various	X X X	27,000	45,000.00	48,337	48,257		(53)		(53)		48,204		(21,204)	(21,204)		07/01/2038	1FE	
872540AL3	TJX Cos	06/23/2008	Various	X X X	6,000	10,000.00	9,375	9,423		20		20		9,443		(3,443)	(3,443)		02/13/2021	1	
893830AU3	Transocean Inc	06/23/2008	Various	X X X	30,000	50,000.00	52,944		(39)		(39)		52,905		(22,905)	(22,905)	25	12/15/2037	2		
893830AW9	Transocean Inc	06/23/2008	Various	X X X	3,000	5,000.00	5,000	5,000					5,000		(2,000)	(2,000)	41	12/15/2037	2		
984332106	Yahoo Inc	05/09/2008	Various	X X X	1,385	5,365.00	6,273		(908)		(908)		5,365		(3,980)	(3,980)		04/01/2008	2		
985577AA3	Yellow Roadway	06/23/2008	Alex Brown	X X X	6,000	10,000.00	12,455	12,386		(58)		(58)		12,328		(6,328)	(6,328)	442	08/08/2023	2FE	
749685AK9	RPM International	06/23/2008	Various	X X X	27,000	45,000.00	27,486	27,771		197		197		27,968		(968)	(968)	313	05/13/2033	1	
88579YAB7	3M Co Conv	06/23/2008	Various	X X X	6,000	10,000.00	8,988	8,994		18		18		9,013		(3,013)	(3,013)		11/21/2032	1	
4599999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	516,954	861,710.00	867,805	693,673		(2,883)		(2,883)		864,144		(347,189)	(347,189)	9,233	X X X	X X X	
6099997 Subtotal - Bonds - Part 4				X X X	890,051	1,232,007.00	1,267,357	1,015,950		(2,973)		(2,973)		1,232,566		(342,514)	(342,514)	15,262	X X X	X X X	
6099998 Summary Item from Part 5 for Bonds (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
6099999 Subtotal - Bonds				X X X	890,051	1,232,007.00	1,267,357	1,015,950		(2,973)		(2,973)		1,232,566		(342,514)	(342,514)	15,262	X X X	X X X	
Preferred Stock - Banks, Trust and Insurance Companies (Unaffiliated)																					
524908720	Lehman Brothers	06/12/2008	Various	2,500,000	40,000		66,525	54,075	12,450			12,450		66,525		(26,525)	(26,525)	2,031	X X X	P1L	
939322848	Washington Mutual	06/23/2008	Various	410,000	10,250		22,323	11,583	10,741			10,741		22,323		(12,073)	(12,073)	2,701	X X X	P1L	
6299999 Subtotal - Preferred Stock - Banks, Trust and Insurance Companies (Unaffiliated)				X X X	50,250	X X X	88,848	65,658	23,191			23,191		88,848		(38,598)	(38,598)	4,732	X X X	X X X	
Preferred Stock - Industrial and Miscellaneous (Unaffiliated)																					
00169X203	AMG Cap	06/23/2008	Various	30,000	1,380	50.00	1,334						1,334			.46	.46	19	X X X	3	
00170F209	AMG Cap	06/23/2008	Various	1,300,000	50,700	50.00	51,846						51,846		(1,146)	(1,146)			X X X	P1L	
060505682	Bank Amer	06/23/2008	Various	30,000	27,900		31,536						31,536		(3,636)	(3,636)			X X X	1	
15189T206	Centerpoint Energy	06/23/2008	Alex Brown	160,000	9,600		6,201	5,133	1,068			1,068		6,201		3,399	3,399	123	X X X	P1L	
172967598	Citigroup	06/23/2008	Various	850,000	38,250	50.00	45,496						45,496		(7,247)	(7,247)	1,562		X X X	1	

QE05

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stocks Sold, Redeemed, or Otherwise Disposed of
by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
6399999	Subtotal - Preferred Stock - Industrial and Miscellaneous (Unaffiliated)	...	X X X	...	X X X	127,830	X X X	136,413	5,133	1,068			1,068		136,413		(8,584)	(8,584)	1,704	X X X	X X X
6599997	Subtotal - Preferred Stock - Part 4	...	X X X	...	X X X	178,080	X X X	225,261	70,791	24,259			24,259		225,261		(47,182)	(47,182)	6,436	X X X	X X X
6599998	Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)	...	X X X	...	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
6599999	Subtotal - Preferred Stock	...	X X X	...	X X X	178,080	X X X	225,261	70,791	24,259			24,259		225,261		(47,182)	(47,182)	6,436	X X X	X X X
7299998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)	...	X X X	...	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
7399999	Subtotal - Preferred and Common Stocks	...	X X X	...	X X X	178,080	X X X	225,261	70,791	24,259			24,259		225,261		(47,182)	(47,182)	6,436	X X X	X X X
7499999	Total - Bonds, Preferred and Common Stocks	...	X X X	...	X X X	1,068,131	X X X	1,492,618	1,086,741	24,259	(2,973)		21,286		1,457,827		(389,696)	(389,696)	21,698	X X X	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

E06 Schedule DB Part A Section 1 NONE

E06 Schedule DB Part B Section 1 NONE

E07 Schedule DB Part C Section 1 NONE

E07 Schedule DB Part D Section 1 NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
							First Month	Second Month	Third Month	
open depositories										
Northern Trust, New York, NY	Money Market Account						151,152	151,152	918,060	X X X
Lasalle Bank, Troy, MI	Money Market Account						185,149	195,538	195,631	X X X
Lasalle Bank, Troy, MI	Concentration Account				79,897		41,256,505	43,862,244	42,142,437	X X X
Lasalle Bank, Troy, MI	Commercial Paper				21,461		563,185	563,185	587,845	X X X
Northern Trust, New York, NY	Money Market Account						5,841,181	5,841,181	2,919,460	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories			X X X	.. X X X ..						X X X
0199999 Totals - Open Depositories			X X X	.. X X X ..	101,358		47,997,172	50,613,300	46,763,432	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories			X X X	.. X X X ..						X X X
0299999 Totals - Suspended Depositories			X X X	.. X X X ..						X X X
0399999 Total Cash On Deposit			X X X	.. X X X ..	101,358		47,997,172	50,613,300	46,763,432	X X X
0499999 Cash in Company's Office			X X X	.. X X X ..	X X X	X X X				X X X
0599999 Total Cash			X X X	.. X X X ..	101,358		47,997,172	50,613,300	46,763,432	X X X

E09 Schedule E Part 2 Cash Equivalents NONE

Supp1 Medicare Part D Coverage Supplement NONE

ACT Actuarial Statement NONE

AEP Amended Explanation NONE

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QUARTERLY STATEMENT**

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